

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF CALIFORNIA

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name First Capital Retail, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-2494283

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

2355 Gold Meadow Way, Suite 160
Rancho Cordova, CA 95670

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Sacramento

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **First Capital Retail, LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5511

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No.

☐ Yes.

If more than 2 cases, attach a separate list.

| | | | | | |
|----------|-------|------|-------|-------------|-------|
| District | _____ | When | _____ | Case number | _____ |
| District | _____ | When | _____ | Case number | _____ |

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes.

List all cases. If more than 1, attach a separate list

| | | | |
|----------|-------|-----------------------|-------|
| Debtor | _____ | Relationship | _____ |
| District | _____ | When | _____ |
| | | Case number, if known | _____ |

Debtor **First Capital Retail, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

☐ Funds will be available for distribution to unsecured creditors.☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **First Capital Retail, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **September 14, 2017**
MM / DD / YYYY**X /s/ Rameshwar Prasad**
Signature of authorized representative of debtor

Title **Managing Member****Rameshwar Prasad**
Printed name**18. Signature of attorney****X /s/ Gabriel E. Liberman**
Signature of attorney for debtorDate **September 14, 2017**
MM / DD / YYYY**Gabriel E. Liberman**
Printed name**Law Offices of Gabriel Liberman, APC**
Firm name**2033 Howe Ave., STE 140**
Sacramento, CA 95825
Number, Street, City, State & ZIP CodeContact phone **916-485-1111** Email address **attorney@4851111.com**

Bar number and State

RESOLUTION TO FILE CHAPTER 11 BANKRUPTCY
of
FIRST CAPITAL RETAIL LLC

WHEREAS, the **First Capital Retail LLC** ("LLC") is insolvent and unable to pay its debts when due, and WHEREAS, the LLC and its creditors would best be served by reorganization of the LLC under Chapter 11 of the Bankruptcy Code, be it:

RESOLVED, that the LLC file as soon as practicable for reorganization pursuant to Chapter 11 of the Bankruptcy Code.

The undersigned hereby certifies that he is the Managing Member, designated per the Operating Agreement of **First Capital Retail LLC** duly formed pursuant to the laws of the state of Nevada and that the foregoing is a true record of a resolution duly adopted at an LLC meeting and that said meeting was held in accordance with state law and the Operating Agreement of the above-named LLC on September 14, 2017 and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have subscribed my name to this document on this 14th day of September in the year 2017.

Signature: _____

Print Name: Ramesh Prasad

Title: President of First Capital Retail LLC

Fill in this information to identify the case:

Debtor name **First Capital Retail, LLC**United States Bankruptcy Court for the: **EASTERN DISTRICT OF CALIFORNIA**

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 2250 Town Circle Holdings, LLC 7501 Wisconsin Avenue, Suite 500 W Bethesda, MD 20814 | | Past Due Rent Lease Agreement Case No. RIC1712563 | | | | \$52,151.32 |
| Byline Bank 180 N Lasalle Street Chicago, IL 60601 | | | | \$171,786.91 | \$0.00 | \$171,786.91 |
| Byline Bank 180 N Lasalle Street Chicago, IL 60601 | | | | \$1,999,732.36 | \$0.00 | \$1,999,732.36 |
| Century City Mall, LLC 2049 Century Park East, 41st Floor Los Angeles, CA 90067 | | Past Due Rent Lease Agreement 10250 Santa Monica Blvd., #2760 Los Angeles, CA 90067 | | | | \$118,802.63 |
| Century City Mall, LLC 2049 Century Park East, 41st Floor Los Angeles, CA 90067 | | Past Due Rent Lease Agreement 10250 Santa Monica Blvd., #2765 Los Angeles, CA 90067 | | | | \$105,876.96 |
| Cinnabon 5620 Glenridge Drive Atlanta, GA 30342 | | Past Due Royalties and ADV (Advertising) for Franchise | | | | \$312,938.40 |
| ESBF California, LLC 5 West 37th Street, 2nd Floor New York, NY 10018 | | | | \$203,602.25 | \$0.00 | \$203,602.25 |

Debtor **First Capital Retail, LLC**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|--|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| Everest Financial Group 701 Xenia Ave S # 250 Minneapolis, MN 55416 | | | | \$183,602.25 | \$0.00 | \$183,602.25 |
| GGP Northridge Fashion Center, LP 110 North Wacker Drive Chicago, IL 60606 | | Past Due Rent Lease Agreement Galleria at Tyler | | | | \$53,531.96 |
| Happy Rock Merchant Solutions 149 W 36th Street, 12th Floor New York, NY 10018 | | | | \$383,359.00 | \$0.00 | \$383,359.00 |
| Heartland Bank 5100 Kavanaugh Blvd Little Rock, AR 72207 | | | | \$5,895,511.25 | \$0.00 | \$5,895,511.25 |
| Heartland Bank 5100 Kavanaugh Blvd. Little Rock, AR 72207 | | | | \$5,038,500.00 | \$0.00 | \$5,038,500.00 |
| Heartland Bank 5100 Kavanaugh Blvd. Little Rock, AR 72207 | | | | \$4,394,227.15 | \$0.00 | \$4,394,227.15 |
| iKahn Capital, LLC 160 Pearl Street New York, NY 10005 | | | | \$101,485.00 | \$0.00 | \$101,485.00 |
| Macerich Vintage Faire, LP 401 Wilshire Blvd., Suite 700 Santa Monica, CA 90401 | | Past Due Rent Lease Agreement | | | | \$156,305.41 |
| Montebello Town Center Investors, LLC 10 State House Square, 15th Floor Hartford, CT 06103 | | Past Due Rent Lease Agreement Case No. BC670442 | | | | \$43,686.72 |
| Star-West Solano Mall, LLC 1350 Travis Blvd. Fairfield, CA 94533 | | Past Due Rent Lease Agreement Case No. FCS048151 | | | | \$127,499.00 |

Debtor **First Capital Retail, LLC**
Name

Case number (if known)

| Name of creditor and complete mailing address, including zip code | Name, telephone number and email address of creditor contact | Nature of claim (for example, trade debts, bank loans, professional services, | Indicate if claim is contingent, unliquidated, or disputed | Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|--|--|---|-----------------|
| | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| State Board of Equalization P.O. Box 942879 Sacramento, CA 94279-4001 | | 2017 Quarter 2 \$136,000 Est. 2017 Quarter 3 \$104,00.00 Est. | | | | \$240,000.00 |
| World Global Financing, Inc. 141 North East, 3rd Avenue Miami, FL 33132 | | | | \$116,486.00 | \$0.00 | \$116,486.00 |
| Yellowstone Capital West, LLC 30 Broad Street, 14th Floor New York, NY 10004 | | | | \$354,137.49 | \$0.00 | \$354,137.49 |

U.S.D.O.J. - Office of the U.S. Trustee
Eastern District of CA / Sacramento
Robert T. Matsui U.S. Courthouse
501 "I" St., 7th Floor, Room 7-500
Sacramento, CA 95814

First Capital Retail, LLC
2355 Gold Meadow Way, Suite 160
Rancho Cordova, CA 95670

2250 Town Circle Holdings, LLC
7501 Wisconsin Avenue, Suite 500 W
Bethesda, MD 20814

5060 Montclair Plaza Lane Owner, LLC
4700 Wilshire Blvd.
Los Angeles, CA 90010

Arden Fair Associates, L.P.
1689 Arden Way, Suite 1167
Sacramento, CA 95815

Board of Equalization
450 N. Street, MIC 55
Sacramento, CA 95814

Boston Barricade Company, Inc.
1151 19th Street
Vero Beach, FL 32960

Byline Bank
180 N Lasalle Street
Chicago, IL 60601

Byline Bank
10 N. Martingale Road, Suite 100
Schaumburg, IL 60173

Cella Lange & Cella, LLP
1600 Main Street, Suite 180
Walnut Creek, CA 94596

Century City Mall, LLC
2049 Century Park East, 41st Floor
Los Angeles, CA 90067

Cinnabon
5620 Glenridge Drive
Atlanta, GA 30342

Emi Santa Rosa Limited Partnership
305 E. 47th Street
3 Dag Hammarskjold Plaza
New York, NY 10017

Employment Development Department
Bankruptcy Group, MIC 92E
P.O. Box 826880
Sacramento, CA 94280

ESBF California, LLC
5 West 37th Street, 2nd Floor
New York, NY 10018

Everest Financial Group
701 Xenia Ave S # 250
Minneapolis, MN 55416

Franchise Tax Board
Bankruptcy Section
P.O. Box 2952 MSA - 340
Sacramento, CA 95812

GGP Northridge Fashion Center, LP
110 North Wacker Drive
Chicago, IL 60606

GOCAP Financial Funding
149 West 36th Street, 12th Floor
New York, NY 10018

Goodkin & Lynch, LLP
1875 Century Park East, Suite 1860
Los Angeles, CA 90067

Happy Rock Merchant Solutions
149 W 36th Street, 12th Floor
New York, NY 10018

Heartland Bank
5100 Kavanaugh Blvd
Little Rock, AR 72207

Heartland Bank
5100 Kavanaugh Blvd.
Little Rock, AR 72207

iKahn Capital, LLC
160 Pearl Street
New York, NY 10005

Imperial Valley Mall II, LP
2030 Hamilton Place Blvd., Suite 500
Chattanooga, TN 37421

Internal Revenue Service
United States Attorney
501 I Street, Suite 10-100
Sacramento, CA 95814

Internal Revenue Service
United States Department of Justice
Civil Trial Section, Western Region
Box 683, Ben Franklin Station
Washington, DC 20044

Jackson Walker, LLP
777 Main Street, Suite 2100
Fort Worth, TX 76102

Law Office of Jennifer I. Freedman
4225 Executive Square, Suite 380
La Jolla, CA 92037

Macerich Vintage Faire, LP
401 Wilshire Blvd., Suite 700
Santa Monica, CA 90401

Max Recovery Group, LLC
Attn: Vadimm Serebro
1 World Trade Center, Suite 8500
New York, NY 10007

Max Recovery Group, LLC
383 Madison Avenue
New York, NY 10179

MCA Recovery
Attn: Renata Bukhman
17 State Street, Suite 4000
New York, NY 10004

ML Factors Funding, LLC
428 Central Avenue
Cedarhurst, NY 11516

Montebello Town Center Investors, LLC
10 State House Square, 15th Floor
Hartford, CT 06103

Northridge Owner, L.P.
591 W Putnam Avenue
Greenwich, CT 06830

Oswalt & Associates
P.O. Box 607
Imperial, CA 92251

Pacific Rim Contractors, Inc.
1315 E. Saint Andrew Place, Unit B
Santa Ana, CA 92705

Perkins Coie, LLP
1888 Century Park East, Suite 1700
Los Angeles, CA 90067

Simon
225 West Washington Street
Indianapolis, IN 46204

Star-West Solano Mall, LLC
1350 Travis Blvd.
Fairfield, CA 94533

Star-West Solano Mall, LLC
1 E Wacker Drive
Chicago, IL 60601

State Board of Equalization
P.O. Box 942879
Sacramento, CA 94279-4001

Sunrise Mall Property, LLC
1345 Avenue of the Americas
New York, NY 10105

Sunvalley Shopping Center, LLC
200 E Long Lake Road
Bloomfield Hills, MI 48304

The Byrne Law Office
24011 Ventura Blvd., Suite 201
Calabasas, CA 91302

Trainor Fairbrook
980 Fulton Avenue
Sacramento, CA 95825

Universal Studios, LLC
100 Universal City Plaza
Universal City, CA 91608

Weston Herzog, LLP
550 N. Brand Blvd., Suite 1990
Glendale, CA 91203

World Global Financing, Inc.
141 North East, 3rd Avenue
Miami, FL 33132

Yellowstone Capital West, LLC
30 Broad Street, 14th Floor
New York, NY 10004

**United States Bankruptcy Court
Eastern District of California**

In re **First Capital Retail, LLC**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **First Capital Retail, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

September 14, 2017

Date

/s/ Gabriel E. Liberman**Gabriel E. Liberman**

Signature of Attorney or Litigant
Counsel for **First Capital Retail, LLC**
Law Offices of Gabriel Liberman, APC

**2033 Howe Ave., STE 140
Sacramento, CA 95825
916-485-1111 Fax:916-485-1111
attorney@4851111.com**